

COMBINED DECLARATION AND POWER OF ATTORNEY FOR PATENT APPLICATION

As below named inventors, we hereby declare that:

Our residence, post office address and citizenship are as stated below adjacent to our names.

We believe we are the original, first and sole inventors (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled SYSTEM AND METHOD FOR PROVIDING INTERACTIVE CONTENT TO MULTIPLE PLATFORMS, the specification of which was filed on August 16, 2001 as application serial no. 09/931,575.

We hereby state that we have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

We acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, § 1.56(a).

We hereby appoint the following attorney(s) and/or agents to prosecute the above-identified application and transact all business in the Patent and Trademark Office connected therewith:

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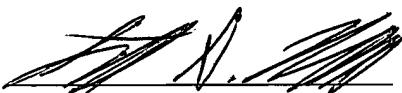
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I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment or both under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Full name of first inventor: Scott G. Newnam

Inventor's signature



Date 10-29-01

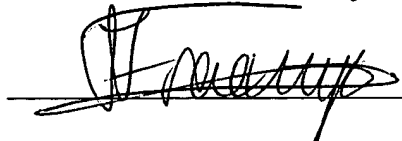
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Full name of second inventor: Izet Fraanje

Inventor's signature



Date 10-29-01

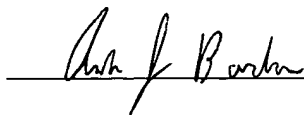
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Full name of fourth inventor: Andrew J. Borleske

Inventor's signature



Date 10-9-01

Citizenship: USA

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Full name of third inventor: Douglas T. Neumann

Inventor's signature Douglas T. Neumann Date 10/9/2001

Citizenship: USA

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COPY

ASSIGNMENT

WHEREAS, we, *Scott G. Newnam*, being a citizen of the United States, residing at 10 Museum Way, #1724, Cambridge, MA 02141, *Izet Fraanje*, being a citizen of Holland, residing at 694 Green Street, Apt. #3, Cambridge, MA 02139, *Andrew J. Borleske*, being a citizen of the United States, residing at 23 Harvard Street, Suite 3, Charlestown, MA 02129, and *Douglas T. Neumann*, being a citizen of the United States, residing at 391 Broadway Street #301, Somerville, MA 02145 are inventors of certain new and useful inventions and discoveries, for which we have made an application for Letters Patent entitled SYSTEM AND METHOD FOR PROVIDING INTERACTIVE CONTENT TO MULTIPLE PLATFORMS, filed on August 16, 2001 as application serial no. 09/931,575; and

WHEREAS, *GoldPocket Interactive, Inc.*, a Delaware corporation whose address is 200 Boston Avenue, Suite 1000, Medford, MA 02155, and which, together with its successors and assigns is hereinafter called "ASSIGNEE," is desirous of acquiring the title, rights, benefits, and privileges hereinafter recited;

NOW, THEREFORE, for and in consideration of good and valuable consideration furnished by ASSIGNEE to us, receipt and sufficiency of which we hereby acknowledge, we hereby, without reservations:

1. Assign, transfer, and convey to ASSIGNEE the entire right, title, and interest in and to said inventions and discoveries, said application for Letters Patent, any and all other applications for Letters Patent on said inventions and discoveries in whatsoever countries, including all divisional, renewal, substitute, continuation, continuation-in-part, and convention applications based in whole, or in part, upon said inventions or discoveries, or upon said applications, and any and all Letters Patents, reissues, and extensions of Letters Patent granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon, or arise from, said inventions, said discoveries, said applications, and said Letters Patent;

2. Authorize ASSIGNEE to file patent applications in any or all countries on any or all of said inventions and discoveries in my name or in the name of ASSIGNEE or otherwise as ASSIGNEE may deem advisable, under International Conventions or otherwise;

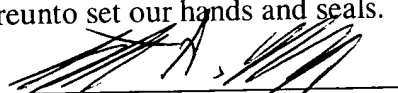
3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments throughout the world to issue or transfer all said Letters Patents to ASSIGNEE, as assignee of the entire right, title, and interest therein or otherwise as ASSIGNEE may direct;

4. Warrant that we have not knowingly conveyed to others any right in said inventions, discoveries, applications, or patents, or any license to use the same, or to make, use, or sell anything embodying or utilizing any of said inventions or discoveries; and that we have good right to assign the same to ASSIGNEE without encumbrance;

5. Bind our heirs, legal representatives, and assigns, as well as ourselves, to do, upon ASSIGNEE's request and at ASSIGNEE's expense, but without additional consideration to us or them, all acts reasonably serving to assure that said inventions and discoveries, said patent applications, and said Letters Patents shall be held and enjoyed by ASSIGNEE as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives, and assigns if this Assignment had not been made; and particularly to execute and deliver to ASSIGNEE all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by ASSIGNEE; and to communicate to ASSIGNEE all facts known to us relating to said inventions and discoveries or the history thereof, and to testify as to the same in any court or proceeding; and to furnish ASSIGNEE any and all documents, photographs, models, samples, and other physical exhibits in our control or in the control of our heirs, legal representatives, or assigns which may be useful for establishing the facts of our conceptions, disclosures, and reduction to practice of said inventions and discoveries.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals.

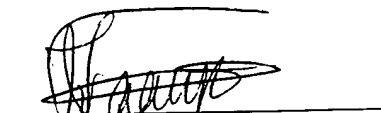
DATE: 10-29-01


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